

NOTICE

Notice is hereby given that the **37th Annual General Meeting** (*"the Meeting"*) of the members of **Hariyana Ship-Breakers Limited** (*"the Company"*) (CIN: L61100MH1981PLC024774) will be held on **Saturday, September 29, 2018** at **09.30 a.m.** at Registered Office of the Company situated at 156, Maker Chambers VI, 220 Jamnalal Bajaj Marg, Nariman Point, Mumbai- 400021 to transact, with or without modification(s), as may be permissible, the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2018 alongwith the reports of the Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2018 alongwith the reports of the Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To re-appoint Mr. Shantisarup Reniwal (DIN: 00040355), who retires by rotation as a Director and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Shantisarup Reniwal (DIN: 00040355), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. To ratify/appoint Joint Statutory Auditors of the Company and in this regard, pass the following resolution as an **Ordinary Resolution**:

- a. ***Ratification of the appointment of M/s. P.D Goplani & Associates, Chartered Accountants, Bhavnagar (Firm Registration No. 118023W), as Joint Statutory Auditors of the Company, at same terms and conditions.***

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, the appointment of M/s. P.D Goplani & Associates, Chartered Accountants, Bhavnagar (Firm Registration No. 118023W), as Joint Statutory Auditors of the Company, be and is hereby ratified at same terms and conditions as approved in Annual General Meeting held on September 30, 2017."

- b. ***Appointment of M/s. Lahoti Navneet & Co, Chartered Accountants, Mumbai (ICAI Firm Registration No. 116870W), as Joint Statutory Auditors of the Company.***

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. Lahoti Navneet & Co, Chartered Accountants, Mumbai (ICAI Firm Registration No. 116870W), be and is hereby appointed as the Joint Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of 41st Annual General Meeting of the Company to be held in the financial year 2022, at such remuneration plus taxes as applicable and reimbursement of out-of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf."

SPECIAL BUSINESS

4. To approve the revision in remuneration of Mr. Rakesh Reniwal (DIN: 00029332), Managing Director of the Company and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Part I, Section I of Part II of Schedule V, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made there under (including any statutory modification(s), amendment(s), variation(s) or re-enactment(s) thereof for the time being in force), applicable clauses of Articles of Association of the Company and in partial modification of the relevant resolution passed in 36th Annual General Meeting of the Company held on September 30, 2017 and on recommendation of the Nomination and Remuneration Committee vide its circular resolution dated October 10, 2017 and approval of the Board of Directors of the Company in its meeting held on October 10, 2017, the consent of the Members of the Company by way of ratification, be and is hereby accorded for the revision in remuneration of Mr. Rakesh Reniwal (DIN: 00029332), Managing Director of the Company on the terms and conditions and stipulations, more particularly as set out in the explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT except for the aforesaid revision in remuneration, all other terms and conditions of his appointment as the Managing Director of the Company, as approved by the resolution passed in 36th Annual General Meeting of the Company held on September 30, 2017, shall remain unchanged.

RESOLVED FURTHER THAT notwithstanding to the above, in the event of any loss or inadequate profits during the aforesaid period from April 1, 2017 till March 31, 2020, the remuneration payable to Mr. Rakesh Reniwal shall be as mentioned in the explanatory statement attached hereto, subject to the necessary approvals as may be required in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and for matters connected therewith or incidental thereto and to sign & execute any deed/ document/ undertaking/ agreement/ paper/ writing, as may be required in this regard and to delegate all or any of these powers to any of the Directors and/ or Key Managerial Personnel and/or Officers of the Company.”

5. To approve payment of remuneration to Mr. Shantisarup Reniwal (DIN: 00040355), Executive Director of the Company and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 197 read with Section I of Part II of Schedule V, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made there under (including any statutory modification(s), amendment(s), variation(s) or re-enactment(s) thereof for the time being in force), applicable clauses of Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and subject to such other approvals, as may be necessary, the consent of the members be and is hereby accorded for payment of the remuneration to Mr. Shantisarup Reniwal (DIN: 00040355), Executive Director of the Company, on the terms and conditions and stipulations, more particularly as set out in the explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT notwithstanding to the above, in the event of any loss or inadequate profits, the remuneration payable to Mr. Shantisarup Reniwal shall be as mentioned in the explanatory statement attached hereto, subject to the necessary approvals as may be required in this regard.

RESOLVED FURTHER THAT the remuneration payable to Mr. Shantisarup Reniwal, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the

above resolution and for matters connected therewith or incidental thereto and to sign & execute any deed/ document/ undertaking/ agreement/ paper/ writing, as may be required in this regard and to delegate all or any of these powers to any of the Directors and/ or Key Managerial Personnel and/or Officers of the Company.”

6. To re-appoint Mr. Manohar Wagh (DIN: 02622648) as an Independent Director and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s), variation(s) or re-enactment(s) thereof for the time being in force), Mr. Manohar Wagh (DIN: 02622648), who was appointed as an Independent Director and who holds office as an Independent Director up to March 31, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to March 31, 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and for matters connected therewith or incidental thereto.”

7. To advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 185 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, read with rules made there under (including any statutory modification(s), amendment(s), variation(s) or re-enactment(s) thereof for the time being in force), applicable clauses of Articles of Association of the Company, other applicable Rules, Regulations, Guidelines and as recommended by the Board of Directors, the consent of the members be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, from time to time as the Board may deem fit notwithstanding that the aggregate loans and guarantees to any bodies corporate and persons and investment in securities of any bodies corporate exceeds the limits approved by Members of the Company by way of postal ballot voting on October 9, 2015 under Section 186 of the Companies Act, 2013, read with the applicable rules, circulars or clarifications thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as, in its absolute discretion, may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or otherwise considered by the Board of Directors to be in the interest of the Company.”

8. To approve continuation of holding of office of Executive Director and Chairman by Mr. Shantisarup Reniwal (DIN: 00040355) who is over the age of 70 (Seventy) years and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s), variation(s) or re-enactment(s) thereof for the time being in force), approval of the

Members of the Company be and is hereby granted for continuation of holding of office of Executive Director and Chairman by Mr. Shantisarup Reniwal (DIN: 00040355) who is over the age of 70 (Seventy) years.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and for matters connected therewith or incidental thereto.”

On behalf of the Board of Directors
For **Hariyana Ship-Breakers Limited**

Sd/-

Shantisarup Reniwal
Chairman
(DIN: 00040355)

Sd/-

Rakesh Reniwal
Managing Director
(DIN: 00029332)

Date: May 30, 2018

Place: Mumbai

NOTES

1. **STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Annual General Meeting (“AGM/Meeting”) is annexed hereto.

Details in pursuance of Regulation 26(4) and 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“*Listing Regulations*”) and Clause 1.2.5 of Secretarial Standard on General Meetings (SS-2), in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting under Item No. 2 and 6 of the Notice, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.

2. **APPOINTMENT OF PROXY**

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS SENT HEREWITH.

THE PROXY FORM SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY EITHER IN PERSON OR THROUGH POST, NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE AGM.

A person can act as proxy on behalf of not exceeding 50 (fifty) Members and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights.

A Member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member.

If a single person is appointed as a Proxy by more than 50 (fifty) Members, such person shall choose any 50 (fifty) Members and confirm the same to the Company in not less than 48 (forty eight) hours before the commencement of the AGM. In case he fails to do so, only the first 50 (fifty) proxies received by the Company shall be considered as valid. Further, if the company receives multiple Proxy Forms for the same holdings of a Member, the Proxy Form which is dated last will be considered as valid. If such multiple Proxy Forms are not dated or they bear the same date without specific mention of time, all such Proxy Forms shall be considered as invalid.

In order to be valid and effective, the Proxy Form must be duly filled, completed and signed. Further, the Proxy Form submitted on behalf of the Companies, Corporate Members, Societies etc. must be stamped and shall be supported by an appropriate certified copy of the resolution/ letter of authority, as may be applicable.

A Proxy Form, duly submitted with the Company in the aforesaid manner, shall be treated as valid until written notice of revocation has been received by the Company before the commencement of the AGM. A Proxy Form which is incomplete in any respect (For e.g. a Proxy Form which does not state the name of the person appointed as a Proxy) and/or is undated, unsigned, unstamped will be considered as invalid.

A proxy shall prove his identity at the time of attending the meeting. A proxy shall not have a right to speak at the meeting and shall not be entitled to vote except on a poll.

3. **AUTHORISED REPRESENTATIVE**

Corporate members intending to send their authorized representative(s) to attend the AGM are requested to send a duly certified copy of the Board Resolution in terms of Section 113 of the Act, together with their specimen signature(s) authorising their representative(s) to attend and vote on their behalf at the AGM, to Sharex Dynamic (India) Pvt. Ltd, the Registrar and Transfer Agent of the Company or to the Company

Secretary at the Registered Office of the Company, not less than 48 (forty eight) hours before the commencement of the AGM.

4. **Members, Proxies and Authorized Representatives attending the AGM are requested to bring their photo identity proof and attendance slip, which is enclosed herewith, duly filled & signed and are requested to hand it over at the entrance.**

5. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.

6. **DOCUMENTS OPEN FOR INSPECTION**

- a. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
- b. Relevant documents referred to in this Notice and the statement pursuant to Section 102(1) of the Act, shall remain open for inspection at the Registered Office of the Company on all working days, except Saturdays, between 10:00 a.m. and 12:00 noon, upto the date of the AGM.

7. **CLOSURE OF REGISTER OF MEMBERS AND THE SHARE TRANSFER BOOKS**

The Register of Members and the Share Transfer Books of the Company will remain close from Sunday, September 23, 2018 to Saturday, September 29, 2018 (both days inclusive).

8. **ELECTRONIC COPY OF ANNUAL REPORT AND NOTICE OF ANNUAL GENERAL MEETING**

Pursuant to Sections 101 and 136 of the Act read with the relevant rules made thereunder, Companies can serve Annual reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or Depository Participant(s).

Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in 'E-Communication Registration Form', available on the website of the Company i.e. www.hariyanagroup.com and also forming part of this Notice, to the Company or Sharex Dynamic (India) Pvt. Ltd., Registrar and Transfer Agent of the Company.

Members holding shares in dematerialised form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

Members may also note that the Notice of the 37th AGM and the Annual Report for Financial Year 2017-18 will also be available on the Company's website i.e. www.hariyanagroup.com for downloading. The physical copies of all the documents mentioned/ referred to in this Notice will also be available at the Company's Registered Office for inspection during normal business hours on working days.

Even after registering for E-communication, Members are entitled to receive such communication in physical form free of cost, upon making a request for the same. Members desirous of receiving any communication vide a particular mode of service, would be entitled to receive such communication vide such mode of service, on payment of requisite fees as determined by the Company. For any communication, the Members may also send requests to the Company's e-mail ID i.e. contact@hariyanagroup.com.

9. As a measure of austerity, copies of the Annual Report will not be distributed at the AGM. Members are, therefore, requested to bring their copies of the Annual Report to the AGM. Also, in case the Members seek any additional information with respect to the Financial Statements of the Company, they are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.

HARIYANA SHIP BREAKERS LIMITED

10. The Company has on July 31, 2018 sent notices to the shareholders whose dividend remains unpaid and unclaimed for the Financial Year 2010-11 requesting them to claim the dividend, failing which the said dividend shall be credited to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has given public notice to the shareholders of the company and public at large on August 05, 2018, informing them about the provisions of the Companies Act, wherein the shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years are liable to be transferred to the IEPF Authority.

The list of unpaid and unclaimed dividend for the year 2010-11 has been uploaded on the website of the Company and the same can be accessed through the link: <http://www.hariyanagroup.com/InvestorRelations/ShareholdersInformation.aspx>

Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, informed the shareholders that the shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years are liable to be transferred to the IEPF Authority. The details of shares transferred likely to IEPF Authority are available on the website of the Company and the same can be accessed through the link: <http://www.hariyanagroup.com/InvestorRelations/ShareholdersInformation.aspx>

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact Sharex Dynamic (India) P Ltd., for lodging claim for refund of shares and / or dividend from the IEPF Authority.

Further the Due dates for transfer of unclaimed/unpaid dividends for the financial year 2010-11 and thereafter to IEPF are as follows:

FY Ended	Declaration Date	Due Date
March 31, 2011	September 30, 2011	November 05, 2018
March 31, 2012	September 28, 2012	November 03, 2019
March 31, 2013	September 30, 2013	November 05, 2020

11. VOTING

- a. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Company is providing its members the facility to exercise their right to vote on resolutions proposed to be considered at the 37th Annual General Meeting (“AGM”) by electronic means and the business may be transacted through e-voting services. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility and the members may cast their votes using an electronic voting system from a place other than venue of the AGM (i.e., “remote e-voting”).
- b. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- c. The remote e-voting period will commence on Wednesday, September 26, 2018 (9:00 a.m.) and will end on Friday, September 28, 2018 (5:00 p.m.). During this period, members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e., September 22,

2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

- d. Company has appointed Mr. Dilip Bharadiya (holding Membership No. FCS 7956), Proprietor of M/s. Dilip Bharadiya & Associates, Company Secretaries, to act as the Scrutinizer and to scrutinize the entire e-voting process (i.e. remote e-voting and ballot voting at the AGM) in a fair and transparent manner.
- e. Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

Procedure for remote E-Voting:

The Company has entered into an arrangement with NSDL for facilitating remote e-voting for the AGM. The procedure to login to e-voting website consists of two steps as detailed hereunder:

Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your

mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycle.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dilipbcs@gmail.com to with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to

keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

General Instructions:

- a. At the AGM, the Chairperson shall, at the end of discussion on the resolutions on which voting is to be held, allow ballot voting at the AGM with the assistance of scrutinizer for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- b. The Scrutinizer shall, after the conclusion of ballot voting at the AGM, first count the votes cast by ballot voting at the AGM and thereafter shall, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company. He shall submit a Consolidated Scrutinizer’s Report of the total votes cast in favour or against, not later than 48 (forty eight) hours of the conclusion of the AGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- c. The results alongwith the Consolidated Scrutinizer’s Report shall be declared by means of: (i) displaying on the Notice Board of the Company at its Registered Office; (ii) dissemination on the website of the Company i.e. www.hariyanagroup.com and on the website of NSDL viz. www.evoting.nsdl.com; and (iii) communication to BSE Limited, thereby enabling them to disseminate the same on its website.
- d. The results shall also be available for inspection at the Registered Office of the Company.

Other Information:

- a. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners of the Company, as on the cut-off date i.e. Saturday, September 22, 2018 only shall be entitled to avail the facility of e-voting, either through remote e-voting and voting at the AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- b. Members who have cast their vote by remote e-voting prior to the AGM will be entitled to and may attend the AGM and their presence shall be, counted for the purpose of Quorum. However, they shall not be entitled to cast their vote again. In case a Member casts his vote by more than one mode of voting including remote e-voting, then voting done through remote e-voting shall prevail and other shall be treated as invalid.
- c. Voting rights of the Members shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on the cut-off date i.e. Saturday, September 22, 2018.
- d. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares as of the cut-off date may follow the procedure for remote e-voting as enumerated in detail hereinabove. They may also refer to the Frequently Asked Questions (“FAQs”) and e-voting manual available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at their toll free no.: 1800-222-990.
- e. Every Client ID No./Folio No. will have one vote, irrespective of number of joint holders. However, in case the joint holders wish to attend the meeting, the joint holder whose name is higher in the order of names among the joint holders, will be entitled to vote at the AGM.

12. DEMATERIALIZATION OF HOLDINGS

- a. In accordance with the amendments to Regulation 40 of SEBI Listing Regulations, to be made effective later, the Securities and Exchange Board of India ("SEBI") has revised the provisions relating to transfer of listed securities, thereby curbing the risks of fraud and manipulation in physical transfer of securities.
- b. In terms of the amendments, requests for effecting transfer of listed securities shall be processed only if the securities are held in dematerialised form with a Depository (National Securities Depository Limited and Central Depository Services (India) Limited).
- c. Accordingly, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate all risks associated with physical shares. Members can contact the Company or Sharex Dynamic (India) P Ltd., for assistance in this regard.
- d. Transfer of securities only in demat form will improve ease; facilitate convenience and safety of transactions for investors.

13. SUBMISSION OF MEMBERS' PERMANENT ACCOUNT NUMBER ("PAN")

- a. SEBI has mandated submission of PAN by every participant in the Securities Market. Accordingly, Members holding shares in dematerialised form are requested to submit PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Sharex Dynamic (India) P Ltd.
 - b. Also, in terms of the Circular dated April 20, 2018 issued by SEBI, Members holding securities in physical form are advised to register their PAN and Bank Account Details with the Company or Sharex Dynamic (India) P Ltd., by sending a duly signed letter alongwith self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. Alternatively, the Members may submit a copy of bank passbook/ statement, duly attested by the Bank. Members holding shares in dematerialised form are requested to ensure that the aforesaid information is submitted/ updated with their respective Depository Participant. c. Further, in terms of the SEBI Listing Regulations, it is mandatory to furnish a copy of PAN card to the Company or Sharex Dynamic (India) P Ltd. with respect to all requests pertaining to transfer of shares, deletion of name, transmission of shares and transposition of shares.
14. All the Members are requested to intimate changes, if any, pertaining to their name, postal address, E-mail address, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary evidence, to their Depository Participants - in case the shares are held by them in dematerialised form and to the Company or Sharex Dynamic (India) P Ltd.- in case the shares are held by them in physical form.
15. In terms of the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.hariyanagroup.com. Members holding shares in dematerialised form are requested to submit the said details to their Depository Participant(s) and the Members holding shares in physical form, are requested to submit the said details to the Company or Sharex Dynamic (India) P Ltd..
16. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or Sharex Dynamic (India) P Ltd., quoting their Folio No. or DP ID-Client ID, as the case may be.

17. Non-Resident Indian Members are requested to immediately inform the Company or Sharex Dynamic (India) P Ltd. or to the concerned Depository Participant(s), regarding:
 - a. the change in the residential status on return to India for permanent settlement; and/or
 - b. the particulars of the NRE Account with a Bank in India, if not furnished earlier.
18. Members are requested to please read the “Company’s Recommendations to the Shareholders” provided in the “General Shareholder Information” Section of the Annual Report for the Financial Year 2017-18.

On behalf of the Board of Directors
For **Hariyana Ship-Breakers Limited**

Sd/-
Shantisarup Reniwal
Chairman
(DIN: 00040355)

Sd/-
Rakesh Reniwal
Managing Director
(DIN: 00029332)

Date: May 30, 2018
Place: Mumbai

EXPLANATORY STATEMENT
[Pursuant to Section 102 of The Companies Act, 2013 relating to the business
set out in the accompanying Notice]

Item No. 3

In view of the provisions of the Companies Act, 2013, M/s. P.D Goplani & Associates, Chartered Accountants, Bhavnagar and M/s. Lahoti Navneet & Co., Chartered Accountants, Mumbai, are the Joint Statutory Auditors of the Company.

In the last AGM held on September 30, 2017, M/s. P.D Goplani & Associates, Chartered Accountants, Bhavnagar, were appointed as Statutory Auditors for a period of 5 years i.e. to hold office from the conclusion of 36th Annual General Meeting until the conclusion of 41st Annual General Meeting of the Company to be held in the financial year 2022 subject to their ratification at every AGM.

Further, M/s. LLB & Co., Chartered Accountants, Mumbai, were appointed as branch auditors to audit the Accounts of the Mumbai division of the Company for a period of 5 years until the conclusion of 41st Annual General Meeting of the Company to be held in the financial year 2022. The management after deliberations in the recent Board meeting had decided to appoint Joint Auditors for the company and thus M/s. LLB & Co., Chartered Accountants were asked to discontinue as they had shown their unwillingness to be appointed as Joint Auditors. Considering the volume of operations of the Company and pursuant to recommendation of Audit Committee and Board of Directors, M/s. Lahoti Navneet & Co, Chartered Accountants, Mumbai are proposed to be appointed as Joint Statutory Auditors in place of M/s. LLB & Co., Chartered Accountants, Mumbai, for 04 financial years i.e., from the conclusion of ensuing Annual General Meeting till the conclusion of 41st Annual General Meeting of the Company to be held in the financial year 2022.

The Joint Statutory Auditors have confirmed their eligibility for proposed ratification/appointment.

As per recommendation of the Audit Committee, the Board proposes and recommends to Shareholders for their ratification/appointment as Joint Statutory Auditors of the Company. Resolutions seeking your approval to their ratification/appointment is included in item no. 3 to the Notice of the ensuing annual general meeting.

None of the directors of the company is concerned or interested in the resolution.

Item No. 4

The Board of Directors of the Company ("Board"), at its meeting held on October 10, 2017 has, subject to the approval of members, approved revision in remuneration payable to Mr. Rakesh Reniwal, Managing Director of the Company as recommended by the Nomination and Remuneration Committee ("NARC") of the Board.

It is proposed to seek members' approval for the remuneration payable to Mr. Rakesh Reniwal as Managing Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the remuneration payable to, Mr. Rakesh Reniwal are as under:

Salary & Perquisites:

- i) Salary to the maximum : Rs. 2,00,000/- per month w.e.f. October 01, 2017
- ii) Increments: Such increments as may be fixed by the Board of Directors from time to time in the salary range of Rs. 20,000/- to Rs. 50,000/- per month
- iii) Bonus for the financial year, at the discretion of the Company
- iv) Commission: Not exceeding 1.5 (one and half) percent of net profit in an accounting year of the Company subject to availability of profit and applicable provisions of law.

- v) Provident Fund: Company's contribution not to exceed 12% of salary
- vi) Housing: The Company to provide rent free partially furnished, air-conditioned, residential accommodation with telephone, gas and electricity, the monetary value of which may be evaluated as per the Income-tax Rules, 1962.
- vii) Medical Aid: Medical aid benefits for self and family as applicable to the Officers of the Company, subject to the condition that the cost of medical benefits to the Company shall not exceed Rs. 35,000/- per year.
- viii) Personal accidents and Mediclaim Insurance Policy, premium not to exceed Rs. 1,00,000/- per annum as per the Income-tax Rules, 1962
- ix) Free use of the Company's car and fuel expenses for use on the Company's business as well as for own use. If car is leased from an external agency or from spouse, lease rental and fuel expenses will be paid as per rules of the Company.
- x) Reimbursement of salary of driver and his meal coupons as per rules of the Company.
- xi) Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
- xii) The Company to pay the premium for the Group Insurance Policy taken for Mr. Rakesh Reniwal as per rules of the Company.
- xiii) The Company to pay fees for one Club (including admission or entrance fees and monthly or annual subscriptions).
- xiv) Leave on full pay and allowances as per rules of the Company for such number of days of leave as may be granted to other employees of the Company
- xv) Reimbursement of actual travelling and entertainment expenses incurred on behalf of the Company, subject to such ceiling on entertainment expenses as may be imposed as per Company policy from time to time.
- xvi) Reimbursement of expenses on mobile phone and landline phone at residence as per rules of the Company.
- xvii) Reimbursement of expenses incurred by him in purchase of newspapers, magazines, books and periodicals in accordance with the Company's policy.
- xviii) Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company's policy.
- xix) Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

All the above perquisites shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.

Other Terms and Conditions:

Sitting fees, if any paid to the Managing Director for attending meeting of the Board of Directors or any committee thereof shall be as per the company rules and as permissible at law.

Mr. Rakesh Reniwal is interested in the resolution set out at Item No. 4 of the Notice. Mr. Shantisarup Reniwal and Mrs. Unnati Rakesh Reniwal, being related to Mr. Rakesh Reniwal may be deemed to be interested in the said resolution.

The other relatives of Mr. Rakesh Reniwal may be deemed to be interested in the said resolution of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the

HARIYANA SHIP BREAKERS LIMITED

other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members

Item No. 5

Mr. Shantisarup Reniwal has been with the Company for over three decades in various capacities. Presently, he is the Chairman & Executive Director of the Company.

He has worked with several businesses of the Group and has richly contributed in many major initiatives of the Group with his widely acknowledged financial acumen and analytical skills. He played an important role by bringing in wider managerial perspectives and leadership experiences, into reviewing the development, growth and operations of the Group's businesses.

In recognition of his contribution, the Board of Directors based on the recommendations of the Nomination and Remuneration Committee and performance evaluation which was found to be extra-ordinary, approved the payment of remuneration pursuant to the applicable provisions of the Act and the rules made thereunder and subject to the approval of the members in the 37th Annual General Meeting of the Company.

It is proposed to seek members' approval for the remuneration payable to Mr. Shantisarup Reniwal as Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the remuneration payable to, Mr. Shantisarup Reniwal are as under:

Remuneration:

- a) Salary to the maximum : Rs. 2,00,000/- (Rupees Two Lakhs only) per month, with such increments as the Board may decide from time to time, subject however to a ceiling of Rs. 50,000/- (Rupees Fifty Thousand only) per month.
- b) Special Allowance : Rs.50,000/- (Rupees Fifty Thousand only) per month, with such increments as the Board may decide from time to time, subject however to a ceiling of Rs. 30,000/- (Rupees Thirty Thousand only) per month. This allowance however, will not be taken into account for the calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment.
- c) Annual Incentive Pay : Linked to the achievement of targets, as may be decided by the Board from time to time

Perquisites:

- a) Housing: Company provided (furnished/ unfurnished) accommodation and/or HRA in lieu of company provided accommodation as per the policy of the Company.
- b) Reimbursement of expenses: At actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per Company policy.
- c) Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family at actual (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per Company policy.
- d) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.
- e) Club fees: Fees of One Corporate Club in India (including admission and annual membership fee).
- f) Car: Two cars for use of the Company's Business.

- g) Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per policy of the Company. Travelling expenses of Spouse accompanying on any official overseas or inland trip will be governed as per the rules of the Company.
- h) Leave and encashment of leave: As per the policy of the Company.
- i) Personal accident Insurance Premium: As per the policy of the Company.
- j) Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme: As per the policy of the Company.
- k) Gratuity and/or contribution to the Gratuity Fund of Company: As per the policy of the Company.
- l) Other Allowances/ benefits, perquisites: Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/ or any other allowance, perquisites as the Board from time to time decide.
- m) Any other one-time/ periodic retirement allowances/ benefits: As may be decided by the Board at the time of retirement.
- n) In case Mr. Shantisarup Reniwal is elevated to the higher level of the Company during the tenure of his appointment, the allowances, perquisites and benefits applicable to the level, will also apply to the executive.
- o) Annual remuneration review effective April 1st each year, as per policy of the Company.

For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Shantisarup Reniwal, Director, will be considered as continuous service with the Company from the date of his joining the Company.

Other Terms and Conditions:

Sitting fees, if any paid to the Director for attending meeting of the Board of Directors or any committee thereof shall be as per the company rules and as permissible at law.

Mr. Shantisarup Reniwal is interested in the resolution set out at Item No. 5 of the Notice. Mr. Rakesh Reniwal and Mrs. Unnati Rakesh Reniwal, being related to Mr. Shantisarup Reniwal may be deemed to be interested in the said resolution.

The other relatives of Mr. Shantisarup Reniwal may be deemed to be interested in the said resolution of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6

Mr. Manohar Wagh (DIN: 02622648) was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company up to March 31, 2019 (“first term”). The NARC Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Manohar Wagh as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the NARC Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Manohar Wagh would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

HARIYANA SHIP BREAKERS LIMITED

Accordingly, it is proposed to re-appoint Mr. Manohar Wagh as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Manohar Wagh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from Mr. Manohar Wagh that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Manohar Wagh fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Manohar Wagh is independent of the management.

Details of Mr. Manohar Wagh, in terms of Regulations 26(4) and 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Clause 1.2.5 of Secretarial Standards on General Meetings, also form part of this Notice.

Copy of draft letter of re-appointment of Mr. Manohar Wagh setting out the terms and conditions of re-appointment is available for inspection by the members at the registered office of the Company.

Mr. Manohar Wagh is interested in the resolution set out at Item No. 6 of the Notice with regard to his reappointment. Relatives of Mr. Manohar Wagh may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No. 7

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, from time to time as the Board may deem fit as per section 185 of Companies Act, 2013 notwithstanding that the aggregate loans and guarantees to any bodies corporate and persons and investment in securities of any bodies corporate exceeds the limits approved by Members of the Company by way of postal ballot voting on October 9, 2015 under Section 186 of the Companies Act, 2013, read with the applicable rules, circulars or clarifications thereunder.

Pursuant to the provisions of section 185 of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of members by way of special resolution.

The Board therefore, commends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

Item No. 8

Mr. Shantisarup Reniwal (DIN: 00040355), Executive Director and Chairman of the Company, is over the age of 70 years. In view of the applicable provisions of the Companies Act, 2013 and Rules made thereunder and also for

an abundant precaution, the Company seeks consent of the members by way of special resolution for continuation of his holding of existing office after the age of 70 years under the provisions of Section 196(3)(a) of the Companies Act, 2013.

Keeping in view that Mr. Shantisarup Reniwal has more than three decades of rich and varied experience in the operations of the Company; it would be in the interest of the company to continue the employment of Mr. Shantisarup Reniwal as an Executive Director.

The Board therefore recommends the special resolutions for your approval. Except Mr. Shantisarup Reniwal (the appointee), Mr. Rakesh Reniwal and Mrs. Unnati Rakesh Reniwal, (being relatives of the appointee) none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in Resolution No. 8.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN THE THIRTY SEVENTH ANNUAL GENERAL MEETING, AS SET OUT IN ITEM NOS. 2 AND 6 OF THIS NOTICE, IN TERMS OF REGULATIONS 26(4) AND 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS

A. Brief resume including qualification, experience and expertise in specific functional area:

a) Mr. Shantisarup Reniwal

Mr. Shanti Sarup Reniwal, Chairman & Executive Director, forayed into the corporate corridors of power way back in 1981, with an initial start-up in the Ship Recycling Business. A pioneer and front runner, Shanti Sarup Reniwal leads the group actively involved in the Finance, Tax Planning & development of the group. With over 45 years of vast experience he captains the Iron & Steel Trading Business of the group till date epitomizing the spirit of “dare to dream and learn to excel”.

Hairyana Group is a living testimony to his indomitable will, single-minded dedication and an unrelenting commitment to his goals.

Mr. Shantisarup Reniwal has more than three decades of rich and varied experience in the operations of the Company. He has worked with several businesses of the Group and has richly contributed in many major initiatives of the Group with his widely acknowledged financial acumen and analytical skills. He played an important role by bringing in wider managerial perspectives and leadership experiences, into reviewing the development, growth and operations of the Group’s businesses.

Believing in leading by example, he is involved in the strategic development and expansion of the Ship recycling and real estate investments business. An initiator and risk taker, he drives the group’s expansion and business stratagem which has led to the group’s scaling heights today.

b) Mr. Manohar Wagh

Mr. Manohar Wagh grew up in Mumbai and graduated in B.Com from Sheth N.K.T.T. College of Commerce and Sheth J.T.T. College of Arts. He is very active in community and social causes.

He has over 9 years of vast experience in the Company particularly in Management consulting and possesses appropriate skills, experience and knowledge in fields of finance, management, sales, marketing, administration and corporate governance.

Presently, he is an Independent Director on Board of the Company and the Chairman of Nomination and Remuneration committee, Audit committee and Stakeholders’ Relationship & Share Transfer Committee.

HARIYANA SHIP BREAKERS LIMITED

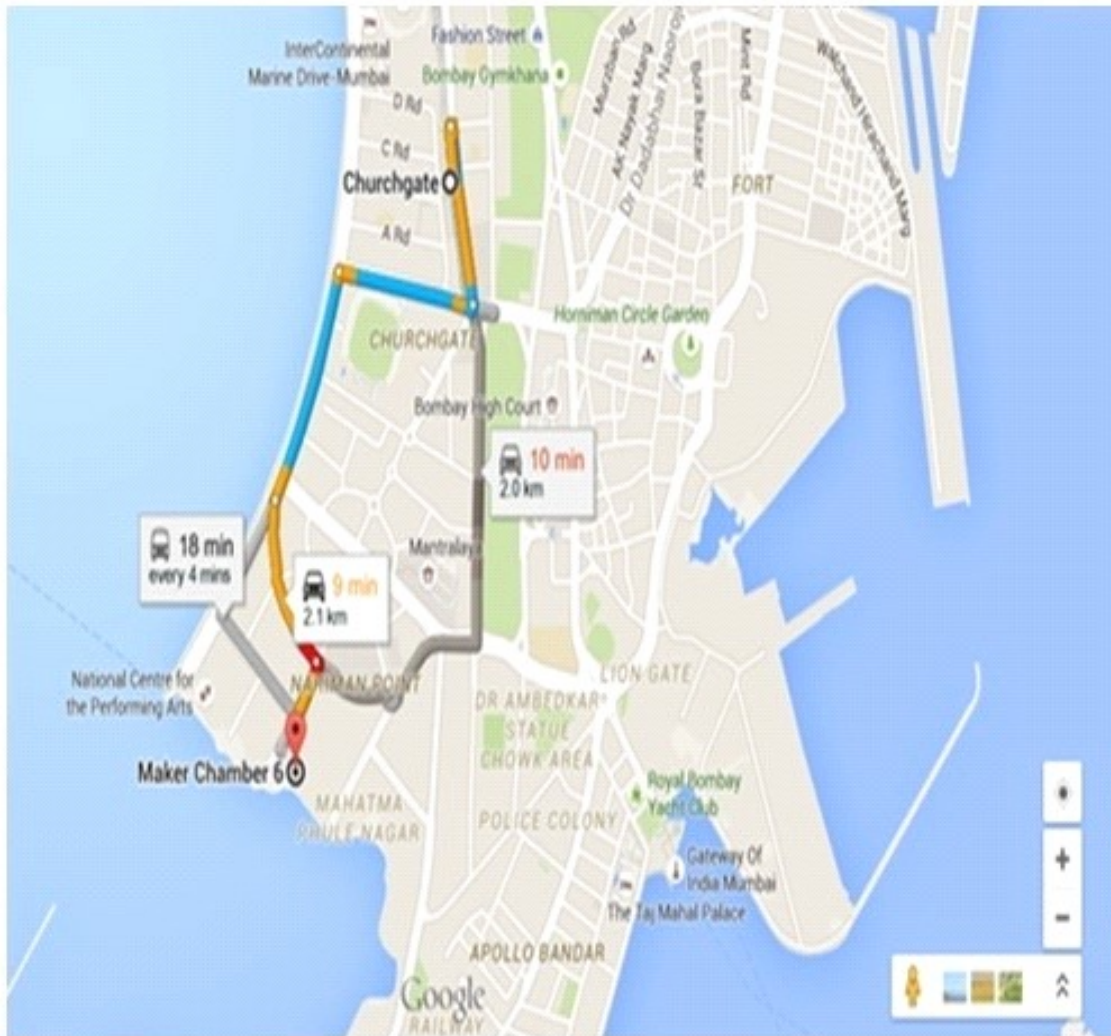
B. Other Details

Name of Director	Shantisarup Reniwal	Manohar Hanumant Wagh
Director Identification Number (DIN)	00040355	02622648
Date of Birth	03/03/1941	15/03/1985
Date of First Appointment	09/07/1981	28/04/2009
Experience	Vast experience in Ship Recycling Business	Vast experience in Management consulting
Terms and conditions of appointment/reappointment	He is proposed to be reappointed as the Executive Director, liable to retire by rotation every year	As per the resolution at item no. 6 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Manohar Hanumant Wagh is proposed to be re-appointed as an Independent Director
Past Remuneration drawn from the Company	Nil	Nil
Remuneration sought to be paid	As per the resolution at item no. 5 of the Notice convening this Meeting read with explanatory statement thereto	Nil
Shareholding in the Company as on March 31, 2018	1,72,080 i.e., 2.79 %	01 i.e., 0.00 %
Relationship with the other Directors, Manager and Other Key Managerial Personnel of the Company	(i) Rakesh Shantisarup Reniwal (Son) (ii) Unnati Reniwal (Daughter in law) and not related to any other Director/Key Managerial Personnel	Not related to any Director Key Management
No. of Board Meetings attended during the Financial Year 2017-18	16 out of 16	13 out of 16
List of other Indian Public Limited Companies in which Directorships held⁽¹⁾	Nil	Nil
Chairperson/ Member of Committee(s) of Board of Directors of the Company ⁽²⁾	Nil	Nil
Chairperson/ Member of the Committee(s) of Board of Directors of other Companies in which he is a Member / Chairperson⁽²⁾	Nil	Nil

Notes:

(1) This excludes directorships in the Company, Foreign Companies, Private Companies, Companies incorporated under Section 25 of the erstwhile Companies Act, 1956 and Companies incorporated under Section 8 of the Act.

(2) In terms of the provisions of Regulation 26 of the SEBI Listing Regulations, Memberships/ Chairmanships in only two committees' viz. Audit Committee and Stakeholders' Relationship and Share Transfer Committee of Public Limited Companies are considered.

ROUTE MAP FOR AGM VENUE**HARIYANA SHIP- BREAKERS LIMITED**

Reg. Off: 156, Maker Chambers VI, 220 Jamnalal Bajaj Marg, Nariman Point, Mumbai-400021

Tel: 022 – 22043211; Fax– 22043215 E-mail: contact@hariyanagroup.com

Website: www.hariyanagroup.com

CIN: L61100MH1981PLC024774

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**HARIYANA SHIP- BREAKERS LIMITED
(CIN: L61100MH1981PLC024774)**

156, Maker Chambers VI, 220, Jamnalal Bajaj Marg, Nariman Point, Mumbai- 400021
 Website: www.hariyanagroup.com; Email: contact@hariyanagroup.com;
 Tel: 022-22043211; Fax: 22043215

ATTENDANCE SLIP FOR THIRTY SEVENTH (37TH) ANNUAL GENERAL MEETING ON SEPTEMBER 29, 2018 AT 9.30 A.M

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
Folio No. / DP ID and Client ID	
No. of Equity Shares	

I certify that I am a registered Member/ proxy/ representative of the Company and I hereby record my presence at the 37th Annual General Meeting of the Company (“AGM”) at 156, Maker Chambers VI, 220, Jamnalal Bajaj Marg, Nariman Point, Mumbai- 400021.

 First/ Sole holder/ Proxy

 Second holder/ Proxy

 Third holder/ Proxy

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PROXY FORM

[As per MGT-11 & Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No/ Client Id No.*	
DP ID	

*applicable in case of shares held in electronic form

I/We, holding _____ Equity Shares of the above named Company, hereby appoint:

1. Name: _____
Address: _____
Email ID: _____
Signature: _____ or failing him / her
2. Name: _____
Address: _____
Email ID: _____
Signature: _____ or failing him / her
3. Name: _____
Address: _____
Email ID: _____
Signature: _____ or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **37th ANNUAL GENERAL MEETING** of the Company to be held on **Saturday, September 29, 2018 at 9:30 a.m.** at 156, Maker Chamber VI, 220, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400021 or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional, see Note 3) (Please mention no. of shares)	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2018 alongwith the reports of the Directors and Auditors thereon		
2.	To re-appoint Mr. Shantisarup Reniwal (DIN: 00040355), who retires by rotation as a Director and being eligible, offers herself for re-appointment		
3.	To ratify/appoint Joint Statutory Auditors of the Company: a. Ratification of the appointment of M/s. P.D Goplani & Associates, Chartered Accountants, Bhavnagar (Firm Registration No. 118023W), as Joint Statutory Auditors of the Company, at same terms and conditions b. Appointment of M/s. Lahoti Navneet & Co, Chartered Accountants, Mumbai (ICAI Firm Registration No. 116870W), as Joint Statutory Auditors of the Company		

HARIYANA SHIP BREAKERS LIMITED

Resolution No.	Resolution	Vote (Optional, see Note 3) (Please mention no. of shares)	
		For	Against
Special Business			
4.	To approve the revision in remuneration of Mr. Rakesh Reniwal (DIN: 00029332), Managing Director of the Company		
5.	To approve payment of remuneration to Mr. Shantisarup Reniwal (DIN: 00040355), Executive Director of the Company		
6.	To re-appoint Mr. Manohar Wagh (DIN: 02622648) as an Independent Director		
7.	To advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken		
8.	To approve continuation of holding of office of Executive Director and Chairman by Mr. Shantisarup Reniwal (DIN: 00040355) who is over the age of 70 (Seventy) years		

Signed this.....day of 2018

Note:

1. This form in order to be effective should be duly completed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.
2. Those Members who have multiple folios with different joint holders may use copies of this proxy.
3. It is optional to indicate your preference. If you leave the 'for' or 'against' any or all the resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate

<p>Affix Revenue Stamp</p>

**HARIYANA SHIP- BREAKERS LIMITED
(CIN: L61100MH1981PLC024774)**

156, Maker Chambers VI, 220, Jamnalal Bajaj Marg, Nariman Point, Mumbai- 400021
Website: www.hariyanagroup.com; Email: contact@hariyanagroup.com;
Tel: 022-22043211; Fax: 22043215

E-COMMUNICATION REGISTRATION FORM

Dear Members,

The Ministry of Corporate Affairs and the Securities and Exchange Board of India have commenced Green Initiative by allowing paperless compliances by Companies. The Companies can send Annual Reports and General Notices in electronic mode to Members who have registered their e-mail addresses for the purpose.

It is a welcome move for the society at large as this will reduce paper consumption to a great extent and allow Shareholders to contribute towards a Greener Environment. This is a golden opportunity for every Shareholder of the Company to contribute to the Corporate Social Responsibility initiative of the Company.

We therefore invite all our Members to contribute to the cause by filling up the form given below to receive communication from the Company in electronic mode. You can also download the enclosed registration form which is available on the website of the Company i.e. www.hariyanagroup.com.

Let's be part of this 'Green Initiative'!

Please note that as a Member of the Company you will be entitled to receive all such communication in physical form, upon request.

Best Regards
Shantisarup Reniwal
Chairman

E - COMMUNICATION REGISTRATION FORM	
Folio No. / DP ID and Client ID:	
Name of 1st Registered Holder:	
Name of Joint Holder(s):	
Registered Address:	
E-mail ID (to be registered):	
I/ We Member(s) of Hariyana Ship- Breakers Limited agree to receive communication from the Company in electronic mode.	
Please register my above e-mail address in your records for sending communication through E-mail.	
Date:	Signature:

Note: Member(s) are requested to provide the e-mail ID very carefully, as all the communication from the Company shall be sent to the e-mail ID provided through this form. The Shareholders are also requested to keep the Company informed as and when there is any change in the registered E-mail address.

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